

**RESPONSE TO QUESTIONS 34, 40 & A20: OWNERSHIP INFORMATION**

## OWNERSHIP, MANAGEMENT, AND CONTROL OF PROPOSED TRANSFEREES

The proposed transfer of control over PanAmSat Licensee Corp. (“PanAmSat LC”) does not implicate the restrictions on foreign ownership in Sections 310(a) and 310(b) of the Communications Act of 1934.<sup>1</sup> PanAmSat LC does not hold any common carrier authorizations,<sup>2</sup> and no foreign government will directly hold any radio license following the transaction. Nevertheless, the applicants provide the following information on ownership, management and control out of an abundance of caution to assist the Commission in its evaluation of the proposed transaction. This information will demonstrate that the proposed transaction will serve the public interest, will have no adverse effect on competition in U.S. markets, and will raise no national security issues.<sup>3</sup>

### The Proposed Transferees

A detailed chart describing the organizational structure, ownership, management, and control contemplated as a result of the proposed transaction is attached to this exhibit (see Attachment A). As the chart indicates, upon completion of the proposed transaction, approximately 99 percent of the stock of the licensee’s parent, PanAmSat Corporation (“PanAmSat”), will be owned by limited liability companies that will in turn be owned by

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<sup>1</sup> 47 U.S.C. §§ 310(a) and 310(b). *See General Motors Corp. et al.*, FCC 03-330, Memorandum Opinion and Order, MB Docket No. 03.124 at ¶ 8 n.25, (released Jan. 14, 2004) (noting that PanAmSat no longer held any common carrier licenses and that News Corp.’s acquisition of control over PanAmSat did not implicate Section 310(b)).

<sup>2</sup> *Id.* at ¶ 8 n.25.

<sup>3</sup> *See id.* at ¶¶ 15-17, 33, 35 (explaining the public interest framework and factors taken into account by the Commission).

investment funds (collectively, the “Private Equity Funds”) associated with three private investment firms: Kohlberg Kravis & Roberts Co. L.P. (“KKR”); TC Group, L.L.C. d/b/a The Carlyle Group (“Carlyle”); and Providence Equity Partners, Inc. (“Providence”).<sup>4</sup> Each of these entities is addressed in detail below.<sup>5</sup>

## **1. KKR<sup>6</sup>**

KKR is a private investment firm that makes investments through private equity funds on behalf of itself and its investors. Most of KKR’s investors are institutions, including state and corporate pension funds, banks, insurance companies, and university endowments. KKR has substantial experience in facilitating the success of companies by, among other things, improving companies’ capital structure and access to capital markets. KKR also has considerable expertise in the evaluation and oversight of companies in a variety of industries.<sup>7</sup> Since its founding in

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<sup>4</sup> PanAmSat’s existing management will retain approximately one percent of PanAmSat’s stock. (The precise amount is yet to be determined.) Most of these incumbent shareholders are U.S. citizens, and the remainder are citizens of nations that are members of the World Trade Organization (“WTO”). In addition, PanAmSat CEO Joseph R. Wright, Jr., a U.S. citizen, will serve on the PanAmSat board of directors.

<sup>5</sup> Attachment B includes additional information about the Private Equity Funds and the relevant limited liability companies.

<sup>6</sup> All KKR entities discussed herein are organized under Delaware law and have their principal place of business in the U.S.

<sup>7</sup> Through its subsidiary NSHI Ventures LC, KKR 1996 Fund L.P., a fund associated with KKR, indirectly holds an approximate 36 percent equity interest in NewSouth Communications Corp. (“New South”), a competitive local exchange carrier that provides telecommunications services in nine southern states. NewSouth is a facilities-based data and voice broadband integrated communications provider, offering telecommunications products and services including local dial tone, domestic and international long distance, data and high-speed Internet access, e-mail, Internet security, web hosting, spam filtering, virus scanning and private networking services. NewSouth is the only FCC-regulated entity with which KKR is currently affiliated.

1976, KKR has completed more than 110 transactions involving in excess of \$118 billion of total financing.

KKR will acquire its interest in PanAmSat (approximately 44.44 percent) through Constellation, LLC (“Constellation”), a newly formed Delaware limited liability company. Constellation’s initial officers all are executives of KKR or of its general partner, KKR & Co. LLC (“KKR LLC”), and all are U.S. citizens.

The senior member of Constellation is KKR Millennium Fund L.P. (“KKR Fund”). The sole General Partner of KKR Fund is KKR Associates Millennium L.P. (“KKR LP”) which exercises control over KKR Fund. The remaining equity interest in KKR Fund is held by numerous limited partners. As discussed below, these limited partners are all institutional investors, are (with limited exceptions) U.S. domestic entities, and have no ability to control the day-to-day business operations and decisions of KKR Fund or, after completion of the proposed transaction, of PanAmSat. The only limited partners with interests of 5 percent or greater in KKR Fund are domestic state pension plans. Foreign limited partners, in the aggregate, account for approximately 12.91 percent of the equity in KKR Fund, which represents an indirect interest in PanAmSat of only about 5.74 percent. All non-U.S. limited partners are organized in WTO

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NewSouth plans to consummate a merger of equals with NuVox Communications, Inc. (“NuVox”), another facilities-based integrated communications provider, in the near future. Upon closing of the merger, KKR’s interest in NewSouth will be reduced by half. NuVox, in turn, offers services primarily in the Midwestern and southeastern United States. NuVox’s services include local voice and data services; domestic and international long distance services; dedicated and dial-up high-speed Internet access, web page design, development and hosting and domain name services, and unified voice, e-mail and fax messaging and other advanced data services, including local area and wide area network management, virtual private networks, audio conferencing and remote access.

member nations, and the largest non-U.S. limited partner has only an approximate 3.56 percent interest in KKR Fund, which represents an indirect equity interest in PanAmSat of less than 1.6 percent.

The sole General Partner of KKR LP is KKR Millennium GP LLC (“KKR GP”), which exercises control over KKR LP. KKR LP’s limited partners are KKR executives and their estate planning vehicles. U.S. citizens and domestic entities hold at least 98 percent of the limited partner interests in KKR LP. The limited partners of KKR LP have no ability to control the day-to-day business operations and decisions of KKR LP or of PanAmSat.

KKR GP has 13 members. Two of those members, Henry R. Kravis and George R. Roberts, serve as its managing members and have exclusive control over KKR GP. The other eleven members of KKR GP are KKR principals, all of whom are U.S. citizens except two – one German citizen and one French citizen. The two foreign members will have an indirect equity interest of less than 0.1 percent in PanAmSat.

Constellation’s other member is KKR Partners III, L.P. (“KKR Partners III”), which will have approximately a two percent equity interest in Constellation and which will not exercise control over Constellation. KKR III GP LLC (“KKR III GP”) is the sole general partner of KKR Partners III and is owned by KKR executives and their estate planning vehicles. KKR Partners III’s limited partners are persons having long-standing business relationships with KKR, such as CEOs of KKR portfolio companies. At least 95 percent of the limited partner interests in KKR Partners III will be owned by U.S. citizens and domestic entities. The limited partners of KKR Partners III will have no ability to control day-to-day business operations and decisions of KKR Partners III or of PanAmSat.

Mr. Kravis and Mr. Roberts are the managing members of KKR III GP and, in such capacity, have exclusive control over KKR III GP and KKR Partners III. As mentioned above, the other members of KKR III GP are KKR executives and their estate planning vehicles, again predominantly U.S. citizens and domestic entities.<sup>8</sup> These non-managing members will have no ability to control day-to-day business operations and decisions of KKR III GP or of PanAmSat.

KKR will place four individuals on PanAmSat's board of directors. These individuals, all of whom will be U.S. citizens, are expected to include Alexander Navab, Joseph Bae, George Fisher, and a fourth KKR executive or senior advisor to be determined.<sup>9</sup>

## **2. Carlyle<sup>10</sup>**

Approximately 27.41 % of PanAmSat's stock will be held by Carlyle Partners III - Telecommunications, L.P. ("Carlyle Partners III Telecommunications") and by CPIII Coinvestment L.P. ("CPIII Coinvestment") through two limited liability companies – Carlyle PanAmSat I, LLC and Carlyle PanAmSat II, LLC respectively.<sup>11</sup> Each limited liability company will have the same five officers, each of whom is a U.S. citizen: William E. Conway, Jr., Daniel A. D'Aniello, John F. Harris, Bruce E. Rosenblum, and David M. Rubenstein. Both Carlyle Partners III Telecommunications and CPIII Coinvestment are private equity partnerships

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<sup>8</sup> The aggregate indirect equity interests in PanAmSat of non-U.S. limited partners or non-managing members of KKR LP, KKR GP, KKR Partners III, and KKR III GP will be approximately 0.1 percent.

<sup>9</sup> Detailed information concerning PanAmSat's initial board of directors is included in Attachment B hereto.

<sup>10</sup> All Carlyle entities discussed herein are organized under Delaware law and have their principal place of business in the U.S.

<sup>11</sup> The vast majority of this investment will be held by Carlyle Partners III Telecommunications through Carlyle PanAmSat I, LLC.

managed by the principals of Carlyle, a global private equity firm with more than \$18 billion under management. With 23 funds, Carlyle invests in buyouts, venture, real estate and leveraged finance in North America, Europe, and Asia, focusing on aerospace and defense, automotive and transportation, consumer, energy and power, healthcare, industrial, technology and business services, and telecommunications and media.<sup>12</sup> Since its founding in 1987, Carlyle has invested in excess of \$10.5 billion of equity in more than 300 transactions. Carlyle's investment philosophy is to leverage its sources of expertise – industry, discipline and geography – to develop strategic partnerships and to invest in strong management teams.

The sole general partner of each of Carlyle Partners III Telecommunications and CPIII Coinvestment is TC Group III, L.P. The sole general partner of TC Group III, L.P. is TC Group III, L.L.C. The sole member of TC Group III, L.L.C. is TC Group, L.L.C. The sole managing member of TC Group, L.L.C. is TCG Holdings, L.L.C. ("TCG Holdings").

Three individuals, each a U.S. citizen, hold the position of managing members of TCG Holdings.<sup>13</sup> Their names are: Daniel A. D'Aniello, William E. Conway, Jr., and David M.

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<sup>12</sup> The holdings of other funds affiliated with Carlyle currently include: WCI Cable, Inc. and its affiliates, which hold section 214 authorizations, submarine cable landing and other licenses, and that own and operate a submarine telecommunications cable connecting Alaska with the continental U.S. and a terrestrial network connecting the major cities of Alaska; and a minority stake in Mainstream Data, Inc., an earth station licensee that distributes high bandwidth content and provides two-way Internet connectivity using satellite transponders it leases from satellite operators. The Carlyle Group investments also include companies whose main business is outside the communications sector but that hold Commission licenses. Carlyle Partners III Telecommunications and CPIII Coinvestment are not currently affiliated with any other entities regulated by the Commission.

<sup>13</sup> In addition, thirty individuals (or domestically organized entities owned by U.S. citizens) are members (but not managing members) of TCG Holdings and holders of equity interests in TCG Holdings. Four of the individual non-managing members of TCG

Rubinstein. Certain decisions with respect to the investments of Carlyle Partners III Telecommunications require the approval of the Investment Committee of Carlyle Partners III Telecommunications. The Investment Committee of Carlyle Partners III Telecommunications is composed of 15 individuals, each of whom is a citizen of the United States.

The limited partners of Carlyle Partners III Telecommunications consist of over 100 U.S. and non-U.S. entities. They include a variety of institutional investors, pension funds and other private equity funds. Only one limited partner of Carlyle Partners III Telecommunications – a domestic state pension plan – holds an interest of 5 percent or more in Carlyle Partners III Telecommunications – about 5.5 percent. The limited partners of CP III Coinvestment likewise consist of over 100 entities, including TC Group Investment Holdings, LLC (an entity through which numerous individuals hold their investment in CPIII Coinvestment). Three limited partners of CPIII Coinvestment individually hold an interest (direct or indirect through TC Group Investment Holdings LLC) of 5 percent or more in CPIII Coinvestment – 6.9 percent, 5.5 percent and 5.4 percent respectively. All of these three investors are U.S. citizens (or domestically organized entities owned solely by U.S. citizens).

Non-U.S. limited partners hold an interest of approximately 45.04 percent in Carlyle Partners III Telecommunications and 3.73 percent in CPIII Coinvestment. The largest single

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Holdings are not United States citizens – two are citizens of France, one is a citizen of Australia and one is a citizen of Japan. All other members of TCG Holdings are U.S. citizens. The members of TCG Holdings that are not U.S. citizens hold, in the aggregate, less than 2.20 percent of the equity interest of TCG Holdings. Thirty-four individuals serve as officers of TCG Holdings and/or TC Group, L.L.C. or serve in positions with such entities that may be considered comparable to that of an officer of a corporation. Of those thirty-four individuals, thirty are United States citizens, two are citizens of France, one is a citizen of Australia and one is a citizen of Japan.



alien limited partner in Carlyle Partners III Telecommunications is an entity affiliated with a government that is a member of the WTO, with a capital participation share of 3.89 percent. Non-U.S. limited partners organized in WTO member countries have a total capital participation share of about 42.74 percent in Carlyle Partners III Telecommunications (including very small stakes held by investment entities affiliated with the governments of another three WTO countries). Limited partners organized in non-WTO member countries (Saudi Arabia, the Bahamas, Liberia and Monaco) account for only about 2.30 percent of the total equity in Carlyle Partners III Telecommunications. In CPIII Coinvestment, all non-U.S. limited partners are organized in WTO countries, with the exception of a 0.02% stake from Saudi Arabia. Under the Carlyle Partners III Telecommunications limited partnership agreements, the limited partners have no material involvement in the control and management of the operation of the limited partnership. Similarly, under the CPIII Coinvestment limited partnership agreement, non-U.S. limited partners have no involvement in management and control with respect to the investment in PanAmSat.

In sum, non-U.S. limited partners hold an interest of approximately 45.04 percent in Carlyle Partners III Telecommunications and 3.73 percent in CP III Coinvestment. Since the vast majority of the Carlyle investment will be held by Carlyle PanAmSat I, this equates conservatively to approximately 12.35 percent or less foreign limited partner participation in PanAmSat by the Carlyle private equity partnerships.

Carlyle will place two individuals on PanAmSat's board of directors. These individuals, both of whom will be U.S. citizens, will be Bruce E. Rosenblum and another employee of the Carlyle Group.

### **3. Providence<sup>14</sup>**

Approximately 27.41 percent of PanAmSat's stock will be held by Providence Equity Partners IV, LP ("PEP IV LP") and Providence Equity Operating Partners IV, LP ("PEOP IV LP") through two limited liability companies, PEP PAS, LLC and PEOP PAS, LLC.<sup>15</sup> Each of the limited liability companies has four officers: Jonathan M. Nelson (President and Managing Director), Glen M. Creamer (Executive Vice President and Managing Director), Paul J. Salem (Executive Vice President and Managing Director), and Ray Mathieu (Chief Financial Officer and Treasurer).

PEP IV LP and PEOP IV LP are private equity partnerships managed by the principals of Providence Equity Partners, Inc., a U.S. private investment firm specializing in equity investments in, among other things, communications and media companies around the world.<sup>16</sup> The Providence Equity principals manage funds with over \$5 billion in equity commitments (including PEP IV LP and PEOP IV LP), and have invested in more than 70 companies operating in over 20 countries. Providence Equity's objective is to create value by building

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<sup>14</sup> All Providence entities discussed herein are organized under Delaware law and have their principal place of business in the U.S.

<sup>15</sup> The vast majority of the Providence Equity investment will be held by PEP IV LP through PEP PAS, LLC.

<sup>16</sup> PEP IV LP's U.S. holdings include: Northland Cable Networks LLC, a regional cable system operator that holds satellite earth station, cable television relay service and other licenses; Mountain States Cable Television, another regional cable system operator; Yankee Entertainment Sports Network, LLC, a regional cable programming network; an expected minority interest in Freedom Communications, which holds television broadcast and satellite earth station licenses; certain other broadcast properties; an interest in Consolidated Communications, a local telephone company primarily operating in Illinois; and an interest in Madison River Telephone Company, a company whose subsidiaries likewise hold section 214, Local Multipoint Distribution Service and other licenses.

lasting partnerships with talented entrepreneurs and providing them with the capital, industry expertise and broad network of relationships necessary to build companies that will shape the future of the communications and media industries.

The sole general partner of both PEP IV LP and PEOP IV LP is Providence Equity Partners GP IV LP (“PEP IV GP”), which holds a 0.2 percent equity stake in PEP IV LP. The sole general partner of PEP IV GP is Providence Equity Partners IV LLC (“PEP IV LLC”). Twenty-five limited partners hold the remainder of the equity. Twenty-one of the limited partners are U.S. citizens, one is a citizen of Germany, one is a citizen of Ireland, one is a citizen of France and one is a citizen of India. As a group, the non-U.S. citizens own a combined total of less than 2.25 percent of PEP IV GP’s equity, which translates into a negligible (0.001 percent) equity interest in PanAmSat.

Mr. Jonathan M. Nelson, a U.S. citizen, is a managing member of PEP IV LLC and holds 50 percent of the voting interest in PEP IV LLC. The remaining 50 percent voting interest is held by two other U.S. citizens, Glen M. Creamer and Paul J. Salem. Three domestic limited partnerships are non-managing members of PEP IV LLC.

The remainder of the equity of PEP IV LP is held by its limited partners, which consist of over 100 U.S. and non-U.S. entities. They include institutional investors, retirement funds, and educational endowment funds. Most of PEP IV LP’s limited partners own less than 1 percent of the equity in the limited partnership, and none owns 6 percent or more. Non-U.S. limited partners have a capital participation share of about 18.25 percent in PEP IV LP, which translates into approximately a 5 percent equity interest in PanAmSat. This includes an interest of about 1.8 percent held by an investment entity affiliated with the government of a WTO country. All

of the alien investors are organized in WTO countries. The limited partners have no material involvement in the control or management of PEP IV LP. The limited partners of PEOP IV LP consist of 13 individuals or entities. All but one are U.S. citizens (or domestically organized entities owned by U.S. citizens); the total alien ownership in the fund is 5.62 percent (from one WTO country). No alien limited partner of PEOP IV LP will have any material involvement in the control or management of PEOP IV LP.

In sum, non-U.S. limited partners have a capital participation share of about 18.25 percent in PEP IV LP and about 5.62 percent in PEOP IV LP. Since the vast majority of the Providence investment will be held by PEP PAS, this equates conservatively to about 5 percent or less foreign limited partner participation in PanAmSat by the Providence private equity partnerships.

Providence will place two individuals on PanAmSat's board of directors. These individuals, both of whom are U.S. citizens, will be Paul J. Salem and Michael J. Dominguez.

### **Foreign Ownership and Participation**

Most of the limited partners, and all of the alien limited partners, of KKR Fund, Carlyle Partners III Telecommunications and PEP IV LP are passive investors who are precluded by their respective partnership agreements from participating in the management of the partnership or its investments and whose rights do not extend beyond usual and customary investor protections.<sup>17</sup> Moreover, the limited partner interests in KKR Fund, Carlyle Partners III

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<sup>17</sup> Indeed, all non-U.S. limited partners in KKR Fund, Carlyle Partners III Telecommunications, and PEP IV LP are insulated from participation in management or control in accordance with the guidelines set forth by the Commission in Reexamination of the Commission's Rules and Policies Regarding the Attribution of Ownership Interests

Telecommunications and PEP IV LP are distributed widely among a variety of institutions and private investors, and in each case the majority of such interests are held by U.S. individuals and/or entities organized under U.S. law and under the control of U.S. citizens.

The aggregate indirect equity interests held by foreign limited partners – i.e., by limited partners that are foreign nationals or organized in foreign countries – of the Private Equity Funds is approximately 23.09 percent. That figure is determined by multiplying the aggregate interests of foreign limited partners in KKR Fund, Carlyle Partners III Telecommunications and PEP IV LP, respectively, by the percentage of stock in PanAmSat to be held by each of those three entities.<sup>18</sup> For example, foreign limited partners hold approximately 12.91 percent of the partnership interests in KKR Fund, which, through Constellation, LLC, will acquire 44.44 percent of the stock of PanAmSat. Thus, the foreign LPs in KKR Fund will hold an indirect interest in PanAmSat of approximately 5.74 percent (12.91 percent X 44.44 percent).

Similarly, foreign limited partners hold approximately 45.04 percent of the partnership interests in Carlyle Partners III Telecommunications, which in turn will acquire 27.41 percent of the stock of PanAmSat.<sup>19</sup> Thus, the foreign Carlyle Partners III Telecommunications limited partners will hold an indirect 12.35 percent equity interest in PanAmSat. Finally, PEP IV LP's foreign limited partners hold approximately 18.25 percent of its partnership interests, and PEP

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in Broadcast, Cable Television and Newspaper Entities, 58 Rad. Reg (P&F) 604, 613 (1985), *modified on other grounds*, 1 FCC Rcd 802 (1986).

<sup>18</sup> For convenience, these calculations have not included separate figures for the co-investment vehicles established by KKR, Carlyle, and Providence. In each case, however, the percentage of non-U.S. participation in these vehicles is less than the percentage of non-U.S. participation among the investors in the principal's funds.

<sup>19</sup> As noted above, this calculation conservatively assumes away the lower foreign participation in CPIII Coinvestment, which will have a small share of the 27.41 percent Carlyle equity stake.

IV LP in turn will acquire 27.41 percent of PanAmSat's stock.<sup>20</sup> The PEP IV LP foreign limited partners therefore will hold a combined indirect 5.00 percent equity interest in PanAmSat.

Accordingly, the aggregate interests of the KKR Fund, Carlyle Partners III Telecommunications and PEP IV LP foreign limited partners in PanAmSat will be approximately 23.09 percent.

Further, the largest single non-U.S. limited partner's interest in PanAmSat will be less than 1.6 percent.<sup>21</sup>

With the exception of investors with very small stakes from only four countries, amounting to an indirect 0.6 percent equity interest in PanAmSat, as discussed above, all of the foreign limited partners in KKR Fund, Carlyle Partners III Telecommunications and PEP IV LP are institutions organized under and headquartered and operating primarily in nations that are members of the WTO. Seven of the foreign limited partners in the three Funds are government-controlled or affiliated investment vehicles (including two KKR Fund limited partners, four Carlyle Partners III Telecommunications limited partners, and one PEP IV LP limited partner). The largest interest held by any of these government-controlled or affiliated entities will be less than 1.6 percent of the equity in PanAmSat.

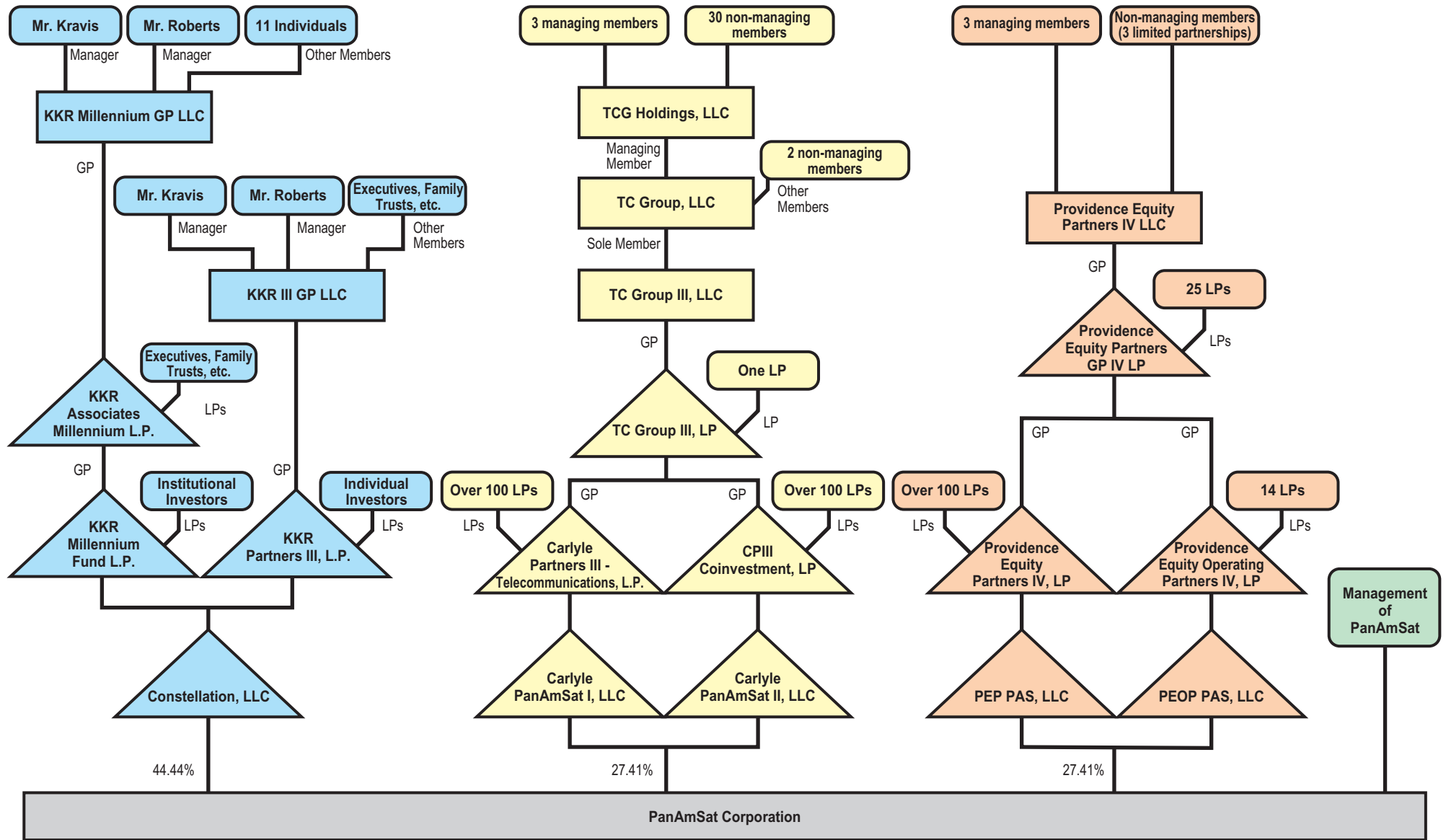
The remaining limited partners in KKR Fund, Carlyle Partners III Telecommunications and PEP IV LP are U.S. individuals and institutional investors organized under U.S. law including state and corporate pension funds, banks, insurance companies, university endowments, and private equity investment vehicles. To the knowledge of the Private Equity

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<sup>20</sup> Again, this calculation conservatively assumes away the lower foreign participation in PEP IV LP, which will have a small share of the 27.41 percent Providence equity stake.

<sup>21</sup> That figure is determined by multiplying the limited partner's percentage interest in the Fund in which it participates by that Fund's interest in PanAmSat.

Funds, none of the limited partners is engaged in the satellite business. As noted previously, most of the limited partners in all three groups of funds – including specifically all of the foreign limited partners – will not be involved in the management of PanAmSat. None will have the ability to control or influence PanAmSat's affairs, and none will have access to any information related to national security concerns or other sensitive material.





**Proposed New 10% or Greater Owners of PanAmSat**

Three groups of private equity partnerships will acquire 10% or greater voting and/or equity interests in PanAmSat Corporation (“PanAmSat”). Relevant information concerning these entities is set forth in the chart below. All of the entities listed are Delaware limited liability companies.

<b>Name</b>	<b>Address</b>	<b>Citizenship</b>	<b>Voting/ Equity Interest</b>
Constellation, LLC	c/o Kohlberg Kravis Roberts & Co. L.P. 9 West 57th Street New York, NY 10019	U.S. limited liability company	44.44%
Carlyle PanAmSat I, LLC and Carlyle PanAmSat II, LLC	1001 Pennsylvania Avenue, NW Suite 220 South Washington, DC 20004-2505	U.S. limited liability companies	27.41%
PEP PAS, LLC and PEOP PAS, LLC	50 Kennedy Plaza 18 <sup>th</sup> Floor Providence, RI 02903	U.S. limited liability companies	27.41%

More detailed ownership information is contained in this Exhibit.

**The PanAmSat Board of Directors**

The PanAmSat Board of Directors will consist of nine members. Constellation, LLC will appoint four directors. Carlyle PanAmSat I and Carlyle PanAmSat II, LLC will appoint two directors. PEP PAS, LLC and PEOP PAS, LLC will also appoint two directors. PanAmSat’s CEO will be the ninth director. Information concerning these individuals, all of whom will be U.S. citizens, is set forth in the chart below.

<b>Name</b>	<b>Address</b>	<b>Affiliation</b>
Alexander Navab	c/o Kohlberg Kravis Roberts & Co. L.P. 9 West 57th Street New York, NY 10019	KKR
Joseph Bae	c/o Kohlberg Kravis Roberts & Co. L.P. 9 West 57th Street New York, NY 10019	KKR

George Fisher	c/o Kohlberg Kravis Roberts & Co. L.P. 9 West 57th Street New York, NY 10019	KKR
To be determined <sup>1</sup>		KKR
Bruce E. Rosenblum	1001 Pennsylvania Avenue, NW Suite 220 South Washington, DC 20004-2505	Carlyle
To be determined <sup>2</sup>		Carlyle
Paul J. Salem	50 Kennedy Plaza 18 <sup>th</sup> Floor Providence, RI 02903	Providence
Michael J. Dominguez	50 Kennedy Plaza 18 <sup>th</sup> Floor Providence, RI 02903	Providence
Joseph R. Wright, Jr.	PanAmSat Corporation 20 Westport Road Wilton, CT 06897	PanAmSat

**Officers and Managing Members of the Acquiring LLCs**

As detailed above, PanAmSat's stock (except for a small portion thereof to be retained by existing PanAmSat management) will be acquired by five limited liability companies. The relevant officers and managing members of these entities are detailed in the charts below.

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<sup>1</sup> The fourth director to be nominated by KKR has not been finally determined, but will be a KKR executive or senior advisor.

<sup>2</sup> The second director to be nominated by Carlyle will be a Carlyle employee.

<b>Constellation, LLC</b>		
<b>Name</b>	<b>Address</b>	<b>Title</b>
Alexander Navab	c/o Kohlberg Kravis Roberts & Co. L.P. 9 West 57th Street New York, NY 10019	President
Joseph Bae	c/o Kohlberg Kravis Roberts & Co. L.P. 9 West 57th Street New York, NY 10019	Vice President, Treasurer and Assistant Secretary
William Janetschek	c/o Kohlberg Kravis Roberts & Co. L.P. 9 West 57th Street New York, NY 10019	Vice President, Secretary and Assistant Treasurer

<b>Carlyle PanAmSat I, LLC</b>		
<b>Name</b>	<b>Address</b>	<b>Title</b>
William E. Conway, Jr.	1001 Pennsylvania Avenue, NW Suite 220 South Washington, DC 20004-2505	Managing Director
Daniel A. D'Aniello	1001 Pennsylvania Avenue, NW Suite 220 South Washington, DC 20004-2505	Managing Director
John F. Harris	1001 Pennsylvania Avenue, NW Suite 220 South Washington, DC 20004-2505	Managing Director

Bruce E. Rosenblum	1001 Pennsylvania Avenue, NW Suite 220 South Washington, DC 20004-2505	Managing Director
David M. Rubenstein	1001 Pennsylvania Avenue, NW Suite 220 South Washington, DC 20004-2505	Managing Director

<b>Carlyle PanAmSat II, LLC</b>		
<b>Name</b>	<b>Address</b>	<b>Title</b>
William E. Conway, Jr.	1001 Pennsylvania Avenue, NW Suite 220 South Washington, DC 20004-2505	Managing Director
Daniel A. D'Aniello	1001 Pennsylvania Avenue, NW Suite 220 South Washington, DC 20004-2505	Managing Director
John F. Harris	1001 Pennsylvania Avenue, NW Suite 220 South Washington, DC 20004-2505	Managing Director
Bruce E. Rosenblum	1001 Pennsylvania Avenue, NW Suite 220 South Washington, DC 20004-2505	Managing Director
David M. Rubenstein	1001 Pennsylvania Avenue, NW Suite 220 South Washington, DC 20004-2505	Managing Director

<b>PEP PAS, LLC</b>		
<b>Name</b>	<b>Address</b>	<b>Title</b>
Jonathan M. Nelson	50 Kennedy Plaza 18 <sup>th</sup> Floor Providence, RI 02903	President and Managing Director

**FCC Form 312**  
**Exhibit 4**  
**Attachment B**

Glen M. Creamer	50 Kennedy Plaza 18 <sup>th</sup> Floor Providence, RI 02903	Executive Vice President and Managing Director
Paul J. Salem	50 Kennedy Plaza 18 <sup>th</sup> Floor Providence, RI 02903	Executive Vice President and Managing Director
Ray Mathieu	50 Kennedy Plaza 18 <sup>th</sup> Floor Providence, RI 02903	Chief Financial Officer and Treasurer

<b>PEOP PAS, LLC</b>		
<b>Name</b>	<b>Address</b>	<b>Title</b>
Jonathan M. Nelson	50 Kennedy Plaza 18 <sup>th</sup> Floor Providence, RI 02903	President and Managing Director
Glen M. Creamer	50 Kennedy Plaza 18 <sup>th</sup> Floor Providence, RI 02903	Executive Vice President and Managing Director
Paul J. Salem	50 Kennedy Plaza 18 <sup>th</sup> Floor Providence, RI 02903	Executive Vice President and Managing Director
Ray Mathieu	50 Kennedy Plaza 18 <sup>th</sup> Floor Providence, RI 02903	Chief Financial Officer and Treasurer